

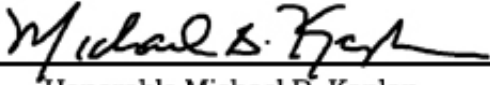


UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
GENOVA BURNS LLC Daniel M. Stolz, Esq. Donald W. Clarke, Esq. Susan A. Long, Esq. Jaclynn N. McDonnell, Esq. dstolz@genovaburns.com dclarke@genovaburns.com slong@genovaburns.com jmcdonnell@genovaburns.com 110 Allen Road, Suite 304 Basking Ridge, NJ 07920 Tel: (973) 533-0777 Fax: (973) 814-4045 <i>Proposed Local Counsel for the Official Committee of Unsecured Creditors</i>	Order Filed on August 14, 2025 by Clerk U.S. Bankruptcy Court District of New Jersey <hr/> Seven Times Square New York, NY 10036 Tel: (212) 209-4800 Fax: (212) 209-4801 <i>Proposed Counsel for the Official Committee of Unsecured Creditors</i>
In re: POWIN, LLC, <i>et al.</i> , ¹ Debtor.	Chapter 11 Case No.: 25-16137 (MBK) (Jointly Administered) Honorable Michael B. Kaplan

**ORDER AUTHORIZING AND APPROVING THE EMPLOYMENT
AND RETENTION OF BROWN RUDNICK LLP AS CO-COUNSEL FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
POWIN, LLC, ET AL., NUNC PRO TUNC TO JUNE 27, 2025**

The relief set forth on the following pages 2 through 6 is hereby **ORDERED**.

DATED: August 14, 2025


Honorable Michael B. Kaplan
United States Bankruptcy Judge

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; (ix) Powin Energy Operating, LLC [6487]; (x) Powin Energy Storage 2, Inc. [9926]; (xi) Powin Energy Ontario Storage II LP [5787]; (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue, Tualatin, OR 97062.

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Debtors: POWIN LLC, *et al.*

Case No.: 25-16137(MBK)

Caption of Order: ORDER APPROVING THE EMPLOYMENT AND RETENTION OF BROWN RUDNICK LLP AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF POWIN, LLC, ET AL., *NUNC PRO TUNC* TO JUNE 27, 2025

Upon consideration of the *Application for Order Authorizing the Employment and Retention of Brown Rudnick LLP as Co-Counsel for the Official Committee of Unsecured Creditors of Powin, LLC, et al., Nunc Pro Tunc to June 27, 2025* (the “Application”),² pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”), authorizing and approving the employment of Brown Rudnick LLP (“Brown Rudnick”) as co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned bankruptcy cases (the “Cases”) of Powin, LLC, et al. (the “Debtors”), effective as of June 27, 2025; and the declaration of Bennett S. Silverberg (the “Silverberg Declaration”), and the declaration of ACE Engineering & Co. Ltd., as Chair of the Committee (the “Chair Declaration”), in support of the Application annexed thereto; and the Court having jurisdiction to consider the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor, Application.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: POWIN LLC, *et al.*

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IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED to the extent set forth herein.
2. The Committee is authorized pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to retain and employ Brown Rudnick as co-counsel to the Committee effective as of June 27, 2025.
3. Any and all compensation to be paid to Brown Rudnick for services rendered on the Committee's behalf shall be fixed by application to this Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of this Court governing the compensation and reimbursement of professionals for services rendered and charges and disbursements incurred. Brown Rudnick also shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013 (the "U.S. Trustee Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Brown Rudnick in the chapter 11 cases.
4. In order to avoid any duplication of effort and provide services to the Committee in the most efficient and cost-effective manner, Brown Rudnick shall coordinate with Genova Burns LLC and any additional firms the Committee retains regarding their respective responsibilities in these chapter 11 cases. As such, Brown Rudnick shall use its best efforts to

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Debtors: POWIN LLC, *et al.*

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avoid duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

5. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Brown Rudnick shall provide 10 business days' prior notice of any such increases to the Committee, the Debtors, and the U.S. Trustee prior to any increases in the rates set forth in the Silverberg Declaration and shall file such notice with this Court that shall explain the basis for the requested rate increases in accordance with § 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have contested to the rate increase. All parties in interest retain all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. The Committee and Brown Rudnick are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

8. To the extent the Application, the Silverberg Declaration, the Chair Declaration, or any engagement agreement pertaining to this retention is inconsistent with this Order, the terms of this Order shall govern.

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9. Notwithstanding anything in the Application, the Silverberg Declaration, or the Chair Declaration to the contrary, Brown Rudnick shall seek reimbursement from the Debtors' estates for its engagement-related expenses at the firm's actual cost paid.

10. Notwithstanding anything in the Application, the Silverberg Declaration, or the Chair Declaration to the contrary, Brown Rudnick shall (i) to the extent that Brown Rudnick uses the services of independent contractors or subcontractors (collectively, the "Contractors") in these cases, pass through the cost of such Contractors at the same rate that Brown Rudnick pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Brown Rudnick; (iv) file with this Court such disclosures required by Bankruptcy Rule 2014; and (v) attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in these cases.

11. No agreement or understanding exists between Brown Rudnick and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these cases, nor shall Brown Rudnick share or agree to share compensation received for services rendered in connection with these cases with any other person other than as permitted by Bankruptcy Code section 504.

12. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

13. Brown Rudnick (i) shall only bill 50% for non-working travel; (ii) shall not seek the reimbursement of any fees or costs, including attorney fees and costs, arising from the defense

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of any of Brown Rudnick's fee applications in these Cases; (iii) shall use the billing and expense categories set forth in the U.S. Trustee Guidelines (Exhibit D-1, "Summary of Compensation Requested by Project Category"), and may use additional categories that provide additional detail on work performed; and (iv) shall provide any and all monthly fee statements, interim fee applications, and final fee applications in "LEDES" format to the U. S. Trustee.